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Exhibit A

Proposed Order

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and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11
U.S.C. §§ 327(a) AND 328(a) AND FED. R.
BANKR. P. 2014(a) AND 2016 FOR
AUTHORITY TO AMEND THE SCOPE OF
THE RETENTION OF
PRICEWATERHOUSECOOPERS LLP
AS MANAGEMENT, TAX, INTERNAL
ACCOUNTING, AND ADVISORY
CONSULTANTS TO THE DEBTORS
NUNC PRO TUNC TO PETITION DATE**

1 Upon the Application, dated March 18, 2020 (the “**Second Supplemental Application**”),¹ of
2 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors
3 and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11
4 cases (the “**Chapter 11 Cases**”), pursuant to sections 327(a) and 328(a) of title 11 of the United States
5 Code (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy
6 Procedure (the “**Bankruptcy Rules**”), for authority to amend the scope of the retention of
7 PricewaterhouseCoopers LLP (“**PwC**”) as management, tax, internal accounting, and advisory
8 consultants for the Debtors approved by the Court in an order entered on May 24, 2019 [Dkt. No. 2230]
9 (the “**Initial Retention Order**”), all as more fully set forth in the Second Supplemental Application; and
10 this Court having jurisdiction to consider the Second Supplemental Application and the relief requested
11 therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy Cases and*
12 *Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules
13 for the United States District Court for the Northern District of California (the “**Bankruptcy Local**
14 **Rules**”); and consideration of the Second Supplemental Application and the requested relief being a core
15 proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28
16 U.S.C. §§ 1408 and 1409; and due and proper notice of the Second Supplemental Application having
17 been provided to the parties listed therein, and it appearing that no other or further notice need be
18 provided; and this Court having reviewed the Second Supplemental Application, and the Bowman
19 Declaration; and upon the record of the Hearing (if any was held) and all of the proceedings had before
20 the Court; and this Court having found and determined that the relief sought in the Second Supplemental
21 Application is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in
22 interest; and that the legal and factual bases set forth in the Second Supplemental Application establish
23 just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

24 **IT IS HEREBY ORDERED THAT:**

- 25 1. The Second Supplemental Application is granted as provided herein.
- 26 2. The Initial Retention Order is amended to include the Additional Supplemental

27 _____

28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Second Supplemental Application.

1 Engagements.

2 3. To the extent the Second Supplemental Application is inconsistent with this Order, the
3 terms of the Order shall govern.

4 4. This Court shall retain jurisdiction to hear and determine all matters arising from or
5 related to this Order.

6 ** END OF ORDER **
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